

EXHIBIT 2

Articles of Incorporation And Detailed Corporate History

History of Corporate Existence:

August 23, 1994	Linguistics, Inc. incorporated in Utah. <i>See</i> Articles of Incorporation.
November 3, 1997	Linguistics, Inc. changes name to Buyers United International, Inc. <i>See</i> Articles of Amendment.
March 15, 1999	BUI, Inc. incorporated in Delaware. <i>See</i> Certificate of Incorporation.
April 9, 1999	Buyers United International, Inc. (a Utah Corporation) merges into BUI, Inc. (a Delaware Corporation). <i>See</i> Articles of Merger.
March 30, 2000	BUI, Inc. changes name to BuyersOnline.com, Inc. <i>See</i> Certificate of Amendment.
November 1, 2001	BuyersOnline.com, Inc. changes name to Buyers United, Inc. <i>See</i> Certificate of Amendment.

00164837

State of Utah
Department of Commerce
Division of Corporations and Commercial Code

I hereby certify that the foregoing has been filed
and approved on the 23rd day of Aug, 1994
in the office of this Division and hereby issue
this Certificate thereof.

Examiner [Signature] Date 8/23/94



[Signature]
KORLA T. WOODS
Division Director

ARTICLES OF INCORPORATION

OF

LINGUISTIX, INC.

RECEIVED

1994 AUG 23 AM 9 59

DIVISION OF CORPORATIONS
STATE OF UTAH

I, the undersigned, natural person of the age of eighteen years or more, acting as Incorporator of a corporation organized under the Utah Revised Business Corporations Act, 1992, Utah Code §16-10a-102 *et seq.* (hereinafter called "the Act"), hereby adopt the following Articles of Incorporation for such Corporation.

ARTICLE I

NAME

The name of the Corporation (hereinafter called "the Corporation"), is Linguistix, Inc.

ARTICLE II

PURPOSES AND POWERS

2.1 Purpose. The purpose for which the corporation is formed, and powers granted to the Corporation are as follows:

(a) The corporation is organized to develop, market and sell English as second language courses throughout the world and to engage in oil and gas drilling exploration within the United States and elsewhere. To buy and sell oil and gas leases.

(b) The foregoing clauses shall be construed as powers as well as objects and purposes; and the matters expressed in each clause shall, unless therein otherwise expressly provided, be in no way limited by reference to or inference from the terms of any other clause, but shall be regarded as independent objects, purposes and powers, and enumeration of specific objects, purposes and powers shall not be construed to limit or restrict in any manner the meaning of the general terms or the general powers of the Corporation, nor shall the expression of one thing be deemed to exclude another not expressed, though it be of a like nature. Further, the Corporation, through its Board of Directors, may enter into any other or additional business or enterprise in this or in any other jurisdiction where such business or enterprise is permitted by the laws of such jurisdiction. The corporation shall be authorized to buy, sell, hold, manage, improve, lease, mortgage or otherwise deal in commercial and domestic real estate.

ARTICLE III

AUTHORIZED SHARES

3.1 The total number of shares which the corporation is authorized to issue shall be 20,000,000 shares of no par value common stock.

3.2 Class A stock shall be entitled to dividends declared by the Corporation. Said dividends may only be declared as follows:

(a) In its own shares out of any treasury shares which have been reacquired out of surplus of the Corporation;

(b) In its own authorized but unissued shares out of any unreserved and unrestricted surplus of the Corporation under the following conditions:

(i) Payable in its own shares; such shares shall be issued at such stated value as shall be fixed by the Board of Directors by resolution adopted at the time such dividend is declared and there shall be transferred to stated capital at the time such dividend is paid, an amount of surplus equal to the aggregate stated value so fixed in respect to such shares and the amount per share so transferred to stated capital shall be disclosed to the shareholders receiving such dividend concurrently with payment thereof.

3.3 Other classes and series of shares dividends and voting rights shall be determined by the Board of Directors by authority of the Bylaws of the Corporation.

3.4 The stock of this Corporation shall be nonassessable; the shareholders shall not be liable for the debts of the Corporation except only and to the extent of any unpaid subscriptions for shares that may be outstanding at any time the Corporation is dissolved, merged or said subscription rights are called, as set forth in the Act.

ARTICLE IV

VOTING OF SHARES

Each outstanding share of the Class A stock of the Corporation shall be entitled to one vote on each matter submitted to a vote at a meeting of the shareholders. Voting rights of other series and classes of shares will be determined by the Board of Directors. Each shareholder entitled to vote shall vote in person or by proxy executed in writing by such shareholder or by the shareholder's duly authorized attorney-in-fact. At each election of Directors, every shareholder entitled to vote at such election shall have the right to vote in person or by proxy the number of shares owned for as many persons as there are Directors to be elected and for whose election the shareholder has a right to vote, and the shareholders shall not have the right to accumulate votes with regard to such election.

ARTICLE V

PROVISIONS FOR THE REGULATION OF THE INTERNAL AFFAIRS OF THE CORPORATION

5.1 Meetings of Shareholders. All meetings of the shareholders of the Corporation shall be held at such place either within or without the State of Utah as may be provided in the By-laws of the Corporation.

5.2 Quorum of Shareholders. Unless otherwise provided for in the Act or applicable law, a majority of the shares of Class A stock of the Corporation entitled to vote represented in person or by proxy shall constitute a quorum in any meeting of the shareholders of the Corporation.

5.3 Designation of Committees by the Board of Directors. The Board of Directors may, by resolution or resolutions passed by a majority of the whole board, designate committee or committees to the extent provided in such resolution or resolutions and such committee shall have and may exercise all the authority therein provided but the designation of such committee or committees and the delegation thereto of such authority shall not operate to relieve the Board of Directors or any member thereof of any responsibility imposed upon it or him by law.

5.4 By-laws of the Corporation. The initial Bylaws of the Corporation shall be adopted by its Board of Directors. Thereafter, unless otherwise provided in the Act, By-laws of the Corporation may be adopted, amended or repealed either by the shareholders or by the Board of Directors, except that (a) no by-law adopted by shareholders and (b) no by-law shall be adopted by the Directors, which shall require more than a majority of the voting shares for a quorum at a meeting of the shareholders of the Corporation or more than a majority of the votes cast to constitute action by the shareholders except where higher percentages are required by law. The By-laws may contain any provision for the regulation and management of the affairs of the Corporation not inconsistent with the Act or applicable law and these Articles of Incorporation.

5.5 Working Capital. The Board of Directors of the Corporation shall have the power from time to time to fix and determine and to vary the amount which is to be reserved by the Corporation as working capital and before the payment of any dividends or the making of any distribution of profits it may set aside out of net profits or earned surplus of the Corporation, such sum or sums, as it may from time to time in its absolute discretion determine to be proper, whether as a reserve fund to meet contingencies or for the equalizing of dividends or the repairing or maintaining of any property of the Corporation or for an addition to stated capital surplus or earned surplus or for any corporate purpose for which the Board of Directors shall deem to be in the best interest of the Corporation, subject only to such reasonable limitations as the By-laws of the Corporation may from time to time impose.

5.6 Qualification of Directors. The Directors of this Corporation need not be shareholders of the Corporation.

5.7 Number of Directors. The exact number of Directors may from time to time be specified by the By-laws. However, at no time may less than one (1) Director per shareholder up to three (3) shareholders nor more than five (5) persons be members of the Board of Directors and when By-laws do not specify the exact number of Directors, the number of Directors shall be three (3).

5.8 Reliance upon Others - Prudent Conduct. No person shall be liable to the Corporation for any loss or damage suffered by it on account of any action or act omitted to be taken by a director or officer of the Corporation in good faith if such person (a) exercised or used the same degree of care and skill as would a prudent person would have exercised or used under the same or similar circumstances in the conduct of personal affairs or, (b) took or omitted to take such action in reliance upon advice of counsel for the Corporation or upon statements made or information furnished by Officers or employees of the Corporation which he had reasonable grounds to believe or upon a financial statement of the Corporation prepared by an accountant, officer of the Corporation in charge of its accounting or employees of the Corporation in charge of its accounts or certified by a public accountant or firm of public accountants.

5.9 Contracts with Interested Directors - Disclosure and Voting. A director of the Corporation shall not in the absence of fraud be disqualified by office from dealing or contracting with the Corporation either as a vendor, purchaser or otherwise, nor in the absence of fraud shall, insofar as permitted by the Act or any other applicable statute, any transaction or contract of the Corporation be void or voidable or affected by reason of the fact that any director or any firm of which a director is a member or any corporation of which a director is an officer, director or shareholder is in any way interested in such transaction or contract provided that at the meeting of the Board of Directors or of a committee thereof having authority in the premises to authorize or confirm such contract or transaction, the interest of such Directors, firm or Corporation is disclosed or made known and there shall be present a quorum of the Board of Directors or of the Directors constituting such committee, and such contract or transaction shall be approved by a majority of such quorum which majority shall consist of Directors not so interested or connected. Nor shall any director be liable to account to the Corporation for any profit realized by such director from or through any transaction or contract of the Corporation, ratified or approved as herein provided, by reason of the fact that such director or any firm of which such director is a member or any corporation of which such director is a shareholder, director or officer, was interested in such transaction or contract. Directors so interested may be counted when present at meetings of the Board of Directors or of such committee for the purpose of determining the existence of a quorum.

5.10 Ratification of Acts of Directors. The Directors may submit any contract or transaction for approval at any annual meeting of the shareholders or at any special meeting of the shareholders called for in that purpose; and any contract or transaction so approved by a majority vote of a quorum of the shareholders at such meeting shall be binding upon the Corporation and all of its shareholders, whether or not the contract or transaction would otherwise be subject to attack because of the interest of any of the Directors of the Corporation for any other reason.

5.11 Conduct of Management. The Corporation may in its By-laws, make any other provision or requirement for the management or conduct of the business of the Corporation, provided that the same is not inconsistent with the provisions of these Articles of Incorporation or contrary to the laws of the State of Utah or of the United States.

5.12 Issuance of Shares. The Corporation may issue and sell its authorized shares and such consideration as may from time to time be fixed by the Board of Directors, in their discretion, and sell and dispose of any stocks for such consideration permitted by law, as the Board of Directors may from time to time determine without obtaining the authority, consent or vote of the shareholders of the Corporation or any class of authorized shares.

5.13 Amendments to These Articles of Incorporation. The Corporation reserves the right to amend, alter or repeal or add any provisions to these Articles of Incorporation in any manner now or hereafter prescribed by the Act and any amendment thereto or by the provisions of any other applicable law and all rights conferred upon the shareholders of the Corporation by these Articles of Incorporation and any amendments hereto are granted subject only to this reservation.

5.14 Reliance upon Others, Books and Records. A director shall be fully protected in relying in good faith upon the books or account of the Corporation or statements prepared by any of its officials as to the value and amount of assets, liabilities or net profits of the Corporation or any other facts pertinent to the existence and amount of assets, liabilities or net profits of the Corporation or any other facts pertinent to the existence and amount of surplus or other funds from which dividends might properly be declared and paid.

5.15 Books and Records. The Corporation shall keep complete and correct books and records of account and shall keep minutes of the proceedings of its shareholders and Board of Directors and shall keep at its registered office or principal place of business or at the office of its transfer agent or registrar, a record of its share-holders, giving the names and addresses of all shareholders and the number of shares of the Corporation held by each. No shareholder shall have the right to inspect any such books and records except as conferred by the Act or other applicable law unless authorized to do so by a resolution or resolutions of the shareholders or of the Board of Directors.

5.16 Indemnification. Every director, officer or employee of the Corporation shall be indemnified by the Corporation against all expenses and liabilities including counsel fees reasonably incurred by or imposed upon and in connection with any proceeding to which the director, officer or employer may be a party, or in which he may become involved by reason of being or having been an officer or director, employee or agent of the Corporation or any settlement thereof, regardless of whether a director, officer, agent or employee at the time such expenses are incurred, except in such cases wherein the director, officer, agent or employee is adjudged guilty of willful misfeasance or malfeasance in the performance of any duty; provided, however, in event of a settlement, the indemnification herein shall apply only when the Board of Directors approves such settlement and reimbursement as being for the best interests of the Corporation. The foregoing right of indemnification shall be in addition to and not exclusive of all other rights to which such director, officer, agent or employee may be entitled. To the fullest extent permitted by the Utah Revised Business Corporations Act or any other applicable laws now in effect or as it may hereafter be amended, no director of the company shall be personally liable to the company or its shareholders for monetary damages for any action taken or any failure to take any action as a director.

ARTICLE VI

INITIAL REGISTERED OFFICE AND THE INITIAL REGISTERED AGENT

6.1 Registered Office. The address of the initial registered office of the Corporation is 525 East 100 South, Suite 500, Salt Lake City, Utah 84102.

6.2 Registered Agent. The name of the initial registered agent of the Corporation at such address is Bruce G. Cohne.

ARTICLE VII

DIRECTORS

7.1 Initial Board of Directors. The initial Board of Directors shall consist of 3 members, those names and addresses are as follows:

Richard C. Albright

68 South Main Street, #704
Salt Lake City, Utah

Lee A. Ericksen

68 South Main Street, #704
Salt Lake City, Utah

Jerald Holyoak

68 South Main Street, #704
Salt Lake City, Utah

ARTICLE VIII

INCORPORATOR

The names and addresses of the Incorporator is as follows:

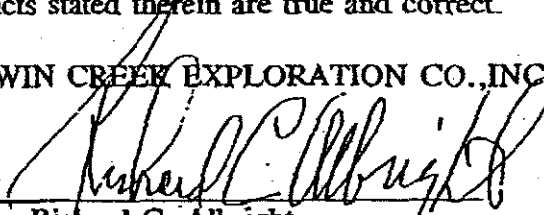
Twin Creek Exploration Co., Inc.

68 South Main Street, #704
Salt Lake City, Utah

SIGNATURES OF INCORPORATORS AND REGISTERED AGENT, who each state that this document is signed under penalty of perjury, and the facts stated therein are true and correct.

August 23, 1994

TWIN CREEK EXPLORATION CO., INC.


By: Richard C. Albright
Its: Chief Executive Officer

The undersigned hereby accepts and acknowledges appointment as the initial registered agent of the corporation above-named, and confirms that the undersigned meets the requirements of §16-10a-501 of the Utah Revised Business Corporations Act.

August 23, 1994


Bruce G. Cohn
Registered Agent

C0164837

State of Utah
Department of Commerce
Division of Corporations and Commercial Code

I hereby certify that the foregoing has been filed
and approved on the 17 day of Nov, 1997
in the office of this Division and hereby issue
this Certificate thereon.

Examiner

Date

11/18/97



Karla S. Woods

KORLA T. WOODS
Division Director

ARTICLES OF AMENDMENT

to the

ARTICLES OF INCORPORATION

of

LINGUISTIX, INC.

ARTICLE I. In accordance with sections 16-10a-1003 and 16-10a-1006 of the Utah Revised Business Corporation Act, **Linguistix, Inc.** ("Corporation"), does hereby adopt the following amendment (the "Amendment"), to its Articles of Incorporation:

- (a) The articles of incorporation are hereby amended by deleting all of Article I and inserting the following in lieu thereof:

ARTICLE I

The name of the Corporation (hereinafter called the "Corporation"), is Buyers United International, Inc.

ARTICLE II. The foregoing Amendment was adopted by the board of directors and shareholders of the Corporation. The Amendment was adopted by written consent of the board of directors dated September 11, 1997, and written consent of the Stockholders effective October 20, 1997, in accordance with sections 16-10a-821 and 16-10a-704, respectively, of the Utah Revised Business Corporation Act. The only class of stock of the Corporation outstanding and entitled to vote on the Amendment is the common stock, no par value. There are 100,000,000 shares of common stock authorized, of which 15,131,913 shares are issued and outstanding. The total number of votes cast in favor of the Amendment by common stock holders was 7,792,800, which is sufficient to approve the Amendment.

IN WITNESS WHEREOF, these Articles of Amendment are executed for and on behalf of the Corporation as its act and deed by the undersigned officer hereunto duly authorized, who certifies that the facts herein stated are true this 3rd day of November, 1997.

Linguistix, Inc.

By

Rod Smith
Rod Smith, President

7322020071

STATE OF DELAWARE
SECRETARY OF STATE
DIVISION OF CORPORATIONS
FILED 09:00 AM 03/15/1999
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**CERTIFICATE OF INCORPORATION
OF
BUL, INC.**

**ARTICLE I
NAME**

The name of the Corporation is BUL, Inc.

**ARTICLE II
REGISTERED OFFICE AND AGENT FOR SERVICE**

The address of the Corporation's registered office in the State of Delaware is in the county of New Castle, at 1013 Centre Road, Wilmington, Delaware 10805. The name of its registered agent at such address is Corporation Service Company.

**ARTICLE III
CORPORATE PURPOSES**

The purpose of the Corporation is to engage in any lawful act or activity for which corporations may be organized under the General Corporation Law of the State of Delaware.

**ARTICLE IV
CAPITAL STOCK**

1. Shares, Classes and Series Authorized.

The total number of shares of all classes of capital stock that the Corporation shall have authority to issue is 25,000,000 shares. Stockholders shall not have any preemptive rights, nor shall stockholders have the right to cumulative voting in the election of directors or for any other purpose. The classes and the aggregate number of shares of stock of each class that the Corporation shall have authority to issue are as follows:

- (a) 20,000,000 shares of Common Stock, \$0.0001 per value ("Common Stock").
- (b) 5,000,000 shares of Preferred Stock, \$0.0001 per value ("Preferred Stock").

2. Powers and Rights of the Preferred Stock.

The Preferred Stock may be issued from time to time in one or more series, with such distinctive serial designations as may be stated or expressed in the resolution or resolutions providing for the issue of such stock adopted from time to time by the Board of Directors, and in such resolution or resolutions providing for the issuance of shares of each particular series, the Board of Directors is also expressly authorized to fix: the right to vote, if any; the consideration

for which the shares of such series are to be issued; the number of shares constituting such series, which number may be increased (except as otherwise fixed by the Board of Directors) or decreased (but not below the number of shares thereof then outstanding) from time to time by action of the Board of Directors; the rate of dividends upon which and the times at which dividends on shares of such series shall be payable and the preference, if any, which such dividends shall have relative to dividends on shares of any other class or classes or any other series of stock of the Corporation; whether such dividends shall be cumulative or noncumulative, and if cumulative, the date or dates from which dividends on shares of such series shall be cumulative; the rights, if any, which the holders of shares of such series shall have in the event of any voluntary or involuntary liquidation, merger, consolidation, distribution or sale of assets, dissolution or winding up of the affairs of the Corporation; the rights, if any, which the holders of shares of such series shall have to convert such shares into or exchange such shares for shares of any other class or classes or any other series of stock of the Corporation or for any debt securities of the Corporation and the terms and conditions, including price and rate of exchange, of such conversion or exchange; whether shares of such series shall be subject to redemption, and the redemption price or prices and other terms of redemption, if any, for shares of such series including, without limitation, a redemption price or prices payable in shares of Common Stock; the terms and amounts of any sinking fund for the purchase or redemption of shares of such series; and any and all other designations, preferences, and relative, participating, optional or other special rights, qualifications, limitations or restrictions thereof pertaining to shares of such series permitted by law.

3. Issuance of the Common Stock and the Preferred Stock.

The Board of Directors of the Corporation may from time to time authorize by resolution the issuance of any or all shares of the Common Stock and the Preferred Stock herein authorized in accordance with the terms and conditions set forth in this Certificate of Incorporation for such purposes, in such amounts, to such persons, corporations or entities, for such consideration, and in the case of the Preferred Stock, in one or more series, all as the Board of Directors in its discretion may determine and without any vote or other action by the stockholders, except as otherwise required by law. The capital stock, after the amount of the subscription price, or par value, has been paid in shall not be subject to assessment to pay the debts of this Corporation.

ARTICLE V
BOARD OF DIRECTORS

The governing board of the Corporation shall be known as directors, and the number of directors may from time to time be increased or decreased in such manner as shall be provided by the Bylaws of the Corporation, provided that the number of directors may not be less than one nor more than fifteen. Effective upon filing of this Certificate, the members of the board of directors, consisting of three persons, shall be as follows:

Rod Smith

66 E. Wadsworth Park Dr., Suite 101
Draper, Utah 84020

C. Douglas Smith

66 E. Wadsworth Park Dr., Suite 101
Draper, Utah 84020

Daniel R. Ainge

66 E. Wadsworth Park Dr., Suite 101
Draper, Utah 84020

ARTICLE VI POWERS OF BOARD OF DIRECTORS

The property and business of the Corporation shall be controlled and managed by or under the direction of its Board of Directors. In furtherance, and not in limitation of the powers conferred by the laws of the State of Delaware, the Board of Directors is expressly authorized:

1. To make, alter, amend or repeal the Bylaws of the Corporation; provided, that no adoption, amendment, or repeal of the Bylaws shall invalidate any act of the board of directors that would have been valid prior to such adoption, amendment, or repeal;
2. To determine the rights, powers, duties, rules and procedures that affect the power of the board of directors to manage and direct the property, business, and affairs of the Corporation, including the power to designate and empower committees of the board of directors, to elect, appoint and empower the officers and other agents of the Corporation, and to determine the time and place of, and the notice requirements for board meetings, as well as the manner of taking board action; and
3. To exercise all such powers and do all such acts as may be exercised by the Corporation, subject to the provisions of the laws of the State of Delaware, this Certificate of Incorporation, and the Bylaws of the Corporation.

ARTICLE VII INDEMNIFICATION

The Corporation shall indemnify and may advance expenses to its officers and directors to the fullest extent permitted by law in existence either now or hereafter.

ARTICLE VIII LIMITATION ON PERSONAL LIABILITY FOR DIRECTORS

A director of the Corporation shall not be personally liable to the Corporation or its stockholders for monetary damages for breach of a fiduciary duty as a director, except for liability (i) for any breach of the director's duty of loyalty to the Corporation or its stockholders, (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, (iii) under Section 174 of the Delaware General Corporation Law or (iv) for any transaction from which the director derived any improper personal benefit. If the Delaware General Corporation Law is amended hereafter to authorize corporate action further eliminating or limiting the personal liability of directors, then the liability of a director of the Corporation

shall be eliminated or limited to the fullest extent permitted by the Delaware General Corporation Law, as so amended.

Any repeal or modification of the foregoing paragraph by the stockholders of the Corporation shall not adversely affect any right or protection of a director of the Corporation existing at the time of such repeal or modification.

ARTICLE IX
CERTIFICATE SUBJECT TO AMENDMENT

The Corporation reserves the right to amend, alter, change or repeal any provision contained in this Certificate of Incorporation, in the manner now or hereafter prescribed by statute or by the Certificate of Incorporation, and except as otherwise provided by this Certificate of Incorporation, all rights conferred upon stockholders herein are granted subject to this reservation.

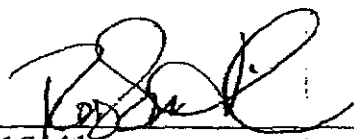
ARTICLE X
INCORPORATOR

The sole incorporator of the Corporation is:

Rod Smith

66 E. Wadsworth Park Dr., Suite 101
Draper, Utah 84020

IN WITNESS WHEREOF, the undersigned, acting as the sole incorporator of the Corporation, signs this Certificate of Incorporation as his act and deed this 11th day of March, 1999.

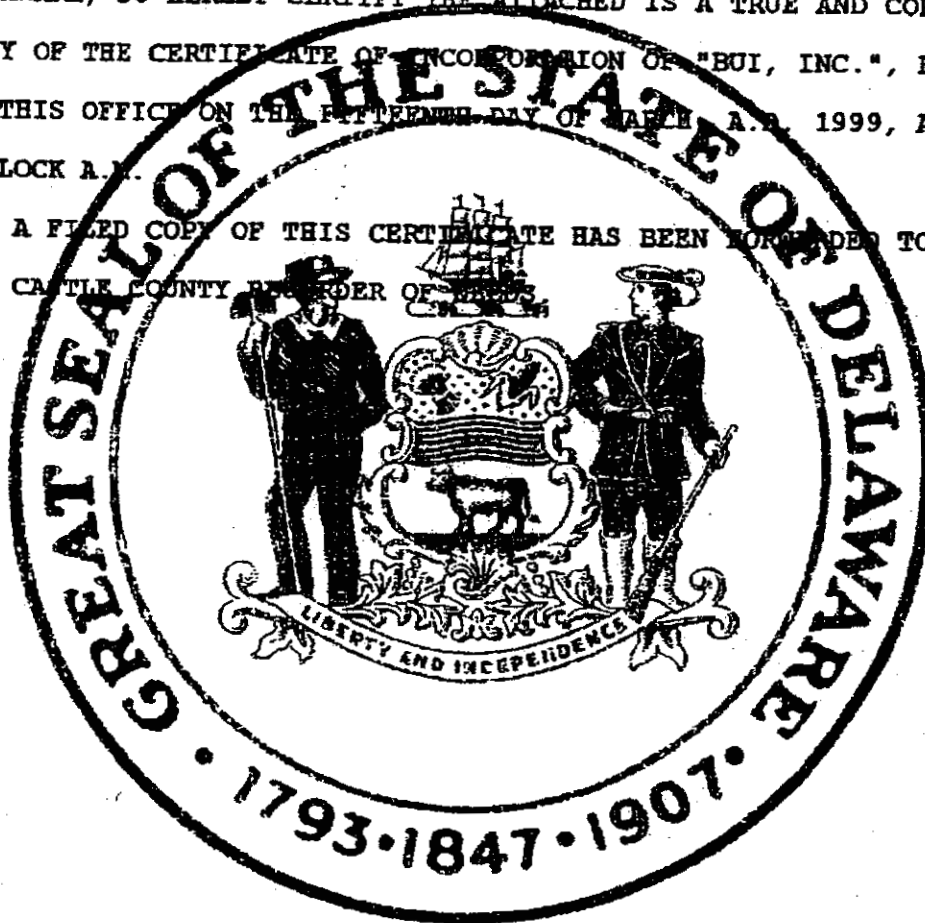


Rod Smith

State of Delaware
Office of the Secretary of State PAGE 1

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF INCORPORATION OF "BUI, INC.", FILED IN THIS OFFICE ON THE FIFTEENTH DAY OF MARCH, A.D. 1999, AT 9 O'CLOCK A.M.

A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE NEW CASTLE COUNTY RECORDER OF DEEDS.



Edward J. Freel

Edward J. Freel, Secretary of State

3016691 8100

391395 77

AUTHENTICATION:

9629285

DATE:

03-16-99

State of Utah
Department of Commerce
Division of Corporations and Commercial Code

I hereby certify that the foregoing has been filed
and approved on the 19 day of April 1999
in the office of this Division and hereby issue
this Certificate thereof.

Examiner

Data

5/3/99



LORENA R. RUFFO
DIVISION DIRECTOR

ARTICLES OF MERGER OF

BUYERS UNITED INTERNATIONAL, INC. (A Utah Corporation)

INTO

BUI, INC. (A Delaware Corporation)

RECEIVED

APR 19 1999

UTAH DIV. OF CORP. & COMM. CODE

2016483

THESE ARTICLES OF MERGER are made by and between BUI, Inc., a Delaware corporation ("BUI"), governed by the General Corporation law of the state of Delaware, and Buyers United International, Inc., a Utah corporation ("Buyers United"), governed by the Utah Revised Business Corporation Act.

ARTICLE I. PLAN OF MERGER

Pursuant to these Articles of Merger, Buyers United is hereby merged into BUI, and BUI will be the surviving corporation. The terms and conditions of the merger are set forth in the Plan of Merger between BUI and Buyers United dated March 15, 1999 ("Plan of Merger"), a copy of which is attached hereto as Appendix A and incorporated herein by this reference.

ARTICLE II. DIRECTOR APPROVAL

The Plan of Merger has been duly adopted and approved by the Boards of Directors of BUI and Buyers United in accordance with the laws of the states of Delaware and Utah.

ARTICLE III. STOCKHOLDER APPROVAL

BUI has authorized 20,000,000 shares of Common Stock, \$0.0001 par value and 5,000,000 shares of Preferred Stock, \$0.0001 par value, of which no shares are issued and outstanding and entitled to vote on the merger. No stockholder approval of the Plan of Merger is required under the General Corporation Law of the state of Delaware.

Buyers United has authorized 100,000,000 shares of Common Stock, no par value (the "Buyers United Common Stock") of which 12,052,512 shares are issued and outstanding. Of the issued and outstanding Buyers United Common Stock, 6,033,874 shares were voted for approval of the Plan of Merger by written consent and no shares were voted against approval of the Plan of Merger. The number of votes cast for approval of the Plan of Merger by each voting group of the capital stock of Buyers United was sufficient for approval by the owners of each such voting group.

IN WITNESS WHEREOF, BUI, Inc., and Buyers United International, Inc., acting through their respective presidents have executed these Articles of Merger as of the 9th day of April, 1999.

BUI, Inc.

By

Rod Smith, President

Buyers United International, Inc.

By

Rod Smith, President

9109101133

as provided herein and shall be so registered on the books and records of BUI or its transfer agent. The registered owner of any such outstanding stock certificate shall, until such certificate shall have been surrendered for transfer or conversion or otherwise accounted for to BUI or its transfer agents, have and be entitled to exercise any voting and other rights with respect to and to receive any dividend and other distributions upon the shares of BUI evidenced by such outstanding certificate as provided above.

1.5 Options and Warrants. On the Effective Date: (a) BUI will assume and continue the Long-Term Stock Incentive Plan of the Company and any successor plan or plans, and the number of shares of BUI Common Stock subject to the existing stock plan assumed by BUI shall be 600,000 shares; (b) the outstanding and unexercised portions of all options to buy Company Common Stock shall become options for that number of shares of BUI Common Stock equal to 25% of the number of shares purchasable under the options to buy Company Common Stock, the exercise price for such options to buy BUI Common Stock shall be 400% of the exercise price under the options to buy Company Common Stock, there will be no other changes in the terms and conditions of such options, and BUI shall assume the outstanding and unexercised portions of such options and the obligations of the Company with respect thereto as modified hereby; and (c) the outstanding and unexercised portions of all warrants to buy Company Common Stock shall become warrants for that number of shares of BUI Common Stock equal to 25% of the number of shares purchasable under the warrants to buy Company Common Stock, the exercise price for such warrants to buy BUI Common Stock shall be 400% of the exercise price under the warrants to buy Company Common Stock, there will be no other changes in the terms and conditions of such warrants, and BUI shall assume the outstanding and unexercised portions of such warrants and the obligations of the Company with respect thereto as modified hereby.

1.6 Fractional Shares. BUI shall not issue any fractional shares or interests in the BUI Common Stock or options or warrants to purchase fractional shares of BUI Common Stock. If any stockholder, option holder, or warrant holder of the Company would otherwise be entitled to a fractional share or the right to buy a fractional share as a result of the provisions of this Merger Agreement, BUI shall round the number of shares of the BUI Common Stock to be issued or subject to the option or warrant up to the nearest whole share.

1.7 Acts, Plans, Policies, Agreements, Etc. All corporate acts, plans, policies, agreements, arrangements, approvals and authorizations of the Company, its stockholders, Board of Directors and committees thereof, officers and agents which were valid and effective immediately prior to the Effective Date, shall be taken for all purposes as the acts, plans, policies, agreements, arrangements, approvals and authorizations of BUI and shall be as effective and binding thereon as the same were with respect to the Company.

2. Charter Documents, Directors and Officers

2.1 Certificate of Incorporation and By-Laws. The Certificate of Incorporation and Bylaws of BUI as in effect immediately prior to the Effective Date shall remain the Certificate of Incorporation and Bylaws of BUI after the Effective Date.

2.2 Directors and Officers. On the Effective Date, the Board of Directors of BUI will consist of the members of the Board of Directors of the Company immediately prior to the Merger. The directors will continue to hold office as directors of BUI for the same term for which they would otherwise serve as directors of the Company. The individuals serving as executive officers of the Company immediately prior to the Merger will serve as executive officers of BUI upon the effectiveness of the Merger.

3. Miscellaneous

3.1 Further Assurances. From time to time, and when required by BUI or by its successors and assigns, there shall be executed and delivered on behalf of the Company such deeds and other instruments, and there shall be taken or caused to be taken by it such further and other action, as shall be appropriate and necessary in order to vest or perfect, or to conform of record or otherwise, in BUI the title to and possession of all the property, interests, assets, rights, privileges, immunities, powers, franchises and authority of the Company and otherwise to carry out the purposes of this Merger Agreement, and the directors and officers of the Company are fully authorized in the name and on behalf of the Company or otherwise to take any and all such action and to execute and deliver any and all such deeds and other instruments.

3.2 Amendment. At any time before or after approval by the stockholders of the Company, this Merger Agreement may be amended in any manner (except that any of the principal terms may not be amended without the approval of the stockholders of the Company) as may be determined in the judgment of the respective Boards of Directors of the Company and BUI to be necessary, desirable or expedient in order to clarify the intention of the parties hereto or to effect or facilitate the purpose and intent of this Merger Agreement.

3.3 Abandonment. At any time before the Effective Date, this Merger Agreement may be terminated and the merger may be abandoned by the Board of Directors of the Company, notwithstanding the approval of this Merger Agreement by the stockholders of the Company, or the consummation of the merger may be deferred for a reasonable period if, in the opinion of the Board of Directors of the Company, such action would be in the best interests of the Constituent Corporations.

3.4 Governing Law. This Merger Agreement shall be governed by and construed in accordance with the laws of the State of Delaware.

IN WITNESS WHEREOF, this agreement has been signed as of the date first-above written for and on behalf of the corporate parties hereto by the undersigned thereunto duly authorized.

ATTEST

By Paul Jarman
Secretary

Buyers United International, Inc.
(a Utah corporation)

By Rod Smith
Rod Smith, President

ATTEST

By Paul Jarman
Secretary

BUI, Inc.
(a Delaware corporation)

By Rod Smith
Rod Smith, President

SECRETARY'S CERTIFICATE

The undersigned, Paul Jarman, hereby certify: (1) that I am the duly elected and qualified secretary of BUI, Inc., a Delaware corporation ("BUI"), and the keeper of the records of BUI; (2) that the foregoing Agreement and Plan of Merger was adopted by the Board of Directors of BUI pursuant to Section 251(f) of the General Corporation Law of the State of Delaware; and (3) that no shares of the capital stock of BUI were issued prior to the adoption by the Board of Directors of the resolution approving the Agreement and Plan of Merger.

Paul Jarman
Paul Jarman, Secretary

AGREEMENT AND PLAN OF MERGER

This AGREEMENT AND PLAN OF MERGER (the "Merger Agreement"), is made as of March 15, 1999, by and between Buyers United International, Inc., a Utah corporation (the "Company"), and BUI, Inc., a Delaware corporation ("BUI"). BUI is hereinafter sometimes referred to as the "Surviving Corporation," and together with the Company are referred to as the "Constituent Corporations". The Constituent Corporations have a common address at 66 E. Wadsworth Park Dr., Suite 101, Draper, Utah 84020.

The authorized capital stock of the Company consists of 100,000,000 shares of Common Stock, no par value ("Company Common Stock"), and the authorized capital stock of BUI consists of 20,000,000 shares of Common Stock, \$0.0001 par value (the "BUI Common Stock"), and 5,000,000 shares of Preferred Stock, \$0.0001 par value (the "BUI Preferred Stock"). The directors of the Constituent Corporations deem it advisable and to the advantage of said corporations that the Company merge into BUI upon the terms and conditions provided herein.

NOW, THEREFORE, the parties hereby adopt the plan of reorganization encompassed by this Merger Agreement and hereby agree that the Company shall merge into BUI on the following terms, conditions and other provisions:

1. Terms and Conditions.

1.1 **Merger.** The Company shall be merged with and into BUI, which shall be the surviving corporation effective at the earlier of the date when this Merger Agreement is filed as part of the required Articles of Merger with the Division of Corporations and Commercial Code of the State of Utah or the date when a Certificate of Ownership and Merger is filed with the Secretary of State of the State of Delaware (the "Effective Date").

1.2 **Succession.** On the Effective Date, BUI shall succeed to all of the rights, privileges, powers, immunities and franchises and all the property, real, personal and mixed of the Company, without the necessity for any separate transfer. BUI shall thereafter be responsible and liable for all liabilities and obligations of the Company, and the merger shall impair neither the rights of creditors nor any liens on the property of the Company.

1.3 **Common Stock and Preferred Stock of the Company and BUI.** Upon the Effective Date, by virtue of the merger and without any further action on the part of the Constituent Corporations or their stockholders, each four shares of Company Common Stock issued and outstanding immediately prior to the Effective Date shall be changed and converted into and become one fully paid and nonassessable share of BUI Common Stock;

1.4 **Stock Certificates.** On and after the Effective Date, all of the outstanding certificates that prior to that time represented shares of Company Common Stock shall be deemed for all purposes to evidence ownership of and to represent the shares of BUI Common Stock into which the shares of the Company represented by such certificates have been converted

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as provided herein and shall be so registered on the books and records of BUI or its transfer agent. The registered owner of any such outstanding stock certificate shall, until such certificate shall have been surrendered for transfer or conversion or otherwise accounted for to BUI or its transfer agents, have and be entitled to exercise any voting and other rights with respect to and to receive any dividend and other distributions upon the shares of BUI evidenced by such outstanding certificate as provided above.

1.5 Options and Warrants. On the Effective Date: (a) BUI will assume and continue the Long-Term Stock Incentive Plan of the Company and any successor plan or plans, and the number of shares of BUI Common Stock subject to the existing stock plan assumed by BUI shall be 600,000 shares; (b) the outstanding and unexercised portions of all options to buy Company Common Stock shall become options for that number of shares of BUI Common Stock equal to 25% of the number of shares purchasable under the options to buy Company Common Stock, the exercise price for such options to buy BUI Common Stock shall be 400% of the exercise price under the options to buy Company Common Stock, there will be no other changes in the terms and conditions of such options, and BUI shall assume the outstanding and unexercised portions of such options and the obligations of the Company with respect thereto as modified hereby; and (c) the outstanding and unexercised portions of all warrants to buy Company Common Stock shall become warrants for that number of shares of BUI Common Stock equal to 25% of the number of shares purchasable under the warrants to buy Company Common Stock, the exercise price for such warrants to buy BUI Common Stock shall be 400% of the exercise price under the warrants to buy Company Common Stock, there will be no other changes in the terms and conditions of such warrants, and BUI shall assume the outstanding and unexercised portions of such warrants and the obligations of the Company with respect thereto as modified hereby.

1.6 Fractional Shares. BUI shall not issue any fractional shares or interests in the BUI Common Stock or options or warrants to purchase fractional shares of BUI Common Stock. If any stockholder, option holder, or warrant holder of the Company would otherwise be entitled to a fractional share or the right to buy a fractional share as a result of the provisions of this Merger Agreement, BUI shall round the number of shares of the BUI Common Stock to be issued or subject to the option or warrant up to the nearest whole share.

1.7 Acts, Plans, Policies, Agreements, Etc. All corporate acts, plans, policies, agreements, arrangements, approvals and authorizations of the Company, its stockholders, Board of Directors and committees thereof, officers and agents which were valid and effective immediately prior to the Effective Date, shall be taken for all purposes as the acts, plans, policies, agreements, arrangements, approvals and authorizations of BUI and shall be as effective and binding thereon as the same were with respect to the Company.

2. Charter Documents, Directors and Officers

2.1 Certificate of Incorporation and By-Laws. The Certificate of Incorporation and Bylaws of BUI as in effect immediately prior to the Effective Date shall remain the Certificate of Incorporation and Bylaws of BUI after the Effective Date.

2.2 **Directors and Officers.** On the Effective Date, the Board of Directors of BUI will consist of the members of the Board of Directors of the Company immediately prior to the Merger. The directors will continue to hold office as directors of BUI for the same term for which they would otherwise serve as directors of the Company. The individuals serving as executive officers of the Company immediately prior to the Merger will serve as executive officers of BUI upon the effectiveness of the Merger.

3. **Miscellaneous**

3.1 **Further Assurances.** From time to time, and when required by BUI or by its successors and assigns, there shall be executed and delivered on behalf of the Company such deeds and other instruments, and there shall be taken or caused to be taken by it such further and other action, as shall be appropriate and necessary in order to vest or perfect, or to conform of record or otherwise, in BUI the title to and possession of all the property, interests, assets, rights, privileges, immunities, powers, franchises and authority of the Company and otherwise to carry out the purposes of this Merger Agreement, and the directors and officers of the Company are fully authorized in the name and on behalf of the Company or otherwise to take any and all such action and to execute and deliver any and all such deeds and other instruments.

3.2 **Amendment.** At any time before or after approval by the stockholders of the Company, this Merger Agreement may be amended in any manner (except that any of the principal terms may not be amended without the approval of the stockholders of the Company) as may be determined in the judgment of the respective Boards of Directors of the Company and BUI to be necessary, desirable or expedient in order to clarify the intention of the parties hereto or to effect or facilitate the purpose and intent of this Merger Agreement.

3.3 **Abandonment.** At any time before the Effective Date, this Merger Agreement may be terminated and the merger may be abandoned by the Board of Directors of the Company, notwithstanding the approval of this Merger Agreement by the stockholders of the Company, or the consummation of the merger may be deferred for a reasonable period if, in the opinion of the Board of Directors of the Company, such action would be in the best interests of the Constituent Corporations.

3.4 **Governing Law.** This Merger Agreement shall be governed by and construed in accordance with the laws of the State of Delaware.

IN WITNESS WHEREOF, this agreement has been signed as of the date first-above written for and on behalf of the corporate parties hereto by the undersigned thereunto duly authorized.

Buyers United International, Inc.
(a Utah corporation)

ATTEST
By Paul Jarman
Secretary

By Rod Smith
Rod Smith, President

BUI, Inc.
(a Delaware corporation)

ATTEST
By Paul Jarman
Secretary

By Rod Smith
Rod Smith, President

SECRETARY'S CERTIFICATE

The undersigned, Paul Jarman, hereby certify: (1) that I am the duly elected and qualified secretary of BUI, Inc., a Delaware corporation ("BUI"), and the keeper of the records of BUI; (2) that the foregoing Agreement and Plan of Merger was adopted by the Board of Directors of BUI pursuant to Section 251(f) of the General Corporation Law of the State of Delaware; and (3) that no shares of the capital stock of BUI were issued prior to the adoption by the Board of Directors of the resolution approving the Agreement and Plan of Merger.

Paul Jarman
Paul Jarman, Secretary

STATE OF DELAWARE
SECRETARY OF STATE
DIVISION OF CORPORATIONS
FILED 09:00 AM 04/13/1999
991143573 - 3016591

**CERTIFICATE OF MERGER
OF
BUYERS UNITED INTERNATIONAL, INC. (A Utah Corporation)
INTO
BUI, INC. (A Delaware Corporation)
Under Section 252 of the Delaware General Corporation Law**

The undersigned, an officer of BUI, INC., a Delaware corporation and the surviving corporation, does hereby certify that:

- FIRST:** The constituent corporations of the merger (the "Merger"), are BUI, INC., a Delaware corporation ("BUI"), and BUYERS UNITED INTERNATIONAL, INC., a Utah corporation ("Buyers United").
- SECOND:** BUI and Buyers United have each approved, adopted, certified, executed, and acknowledged a plan of merger (the "Plan of Merger"), with respect to the Merger in accordance with Section 252 of the General Corporation Law.
- THIRD:** The surviving corporation of the Merger will be BUI, and its name will be BUI, INC.
- FOURTH:** The certificate of incorporation of BUI as the surviving corporation shall be its certificate of incorporation as currently in effect.
- FIFTH:** The executed Plan of Merger is on file at the principal place of business of BUI, located at 66 E. Wadsworth Park Dr., Suite 101, Draper, Utah 84020.
- SIXTH:** Any stockholder of either BUI or Buyers United will be furnished with a copy of the Plan of Merger without cost upon request to BUI.
- SEVENTH:** The authorized capital stock of Buyers United is 100,000,000 shares of Common Stock, no par value.

IN WITNESS WHEREOF, the undersigned have executed this Certificate of Merger as of the 9th day of April, 1999, and affirms the contents hereof are true under the penalties of perjury.

Attest:


Paul Jansen, Secretary

BUI, INC.

By 
Rod Smith, President

State of Delaware
Office of the Secretary of State PAGE 1

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF MERGER, WHICH MERGES:
"BUYERS UNITED INTERNATIONAL, INC." A UTAH CORPORATION,
WITH AND INTO "BUI, INC." UNDER THE NAME OF "BUY, INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE THIRTEENTH DAY OF APRIL, A.D. 1999, AT 9 O'CLOCK A.M.
A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE NEW CASTLE COUNTY RECORDER OF DEEDS.



Edward J. Freel
Edward J. Freel, Secretary of State

3016691 8100M
991145573

AUTHENTICATION: 9685978
DATE: 04-14-99

STATE OF DELAWARE
SECRETARY OF STATE
DIVISION OF CORPORATIONS
FILED 09:00 AM 04/19/2000
001201588 - 3016691

**CERTIFICATE OF AMENDMENT OF
CERTIFICATE OF INCORPORATION OF
BUI, INC.
(Changing its name to "BuyersOnline.com, Inc.")**

BUI, INC., a corporation organized and existing under the General Corporation Law of the State of Delaware (the "Corporation"), does hereby certify that:

The amendment to the Corporation's Certificate of Incorporation set forth below was duly adopted by resolutions approved by the Corporation's Board of Directors and stockholders in accordance with the provisions of Section 242 of the General Corporation Law of the State of Delaware:

Amendment. The Certificate of Incorporation of the corporation is amended by striking Article I in its entirety and replacing therefor:

**ARTICLE I
NAME**

The name of the Corporation is BuyersOnline.com, Inc.

IN WITNESS WHEREOF, BUI, Inc. has caused this Certificate to be signed by its duly authorized officer this 30th day of March, 2000.

BUI, Inc.

By: 

Rod Smith, President

State of Delaware
Office of the Secretary of State

PAGE 1

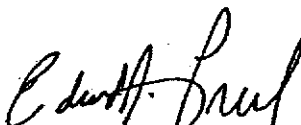
I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF AMENDMENT OF "BUI, INC.", CHANGING ITS NAME FROM "BUI, INC." TO "BUYERSONLINE.COM, INC.", FILED IN THIS OFFICE ON THE NINETEENTH DAY OF APRIL, A.D. 2000, AT 9 O'CLOCK A.M.

A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE NEW CASTLE COUNTY RECORDER OF DEEDS.



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Edward J. Freel, Secretary of State

0393442

AUTHENTICATION:

04-20-00

DATE:

**CERTIFICATE OF AMENDMENT OF
CERTIFICATE OF INCORPORATION OF
BUYERSONLINE.COM, INC.**

BuyersOnline.com, Inc., a corporation organized and existing under the General Corporation Law of the State of Delaware (the "Corporation"), does hereby certify that:

The amendment to the Corporation's Certificate of Incorporation set forth below was duly adopted by resolutions approved by the Corporation's Board of Directors and stockholders in accordance with the provisions of Section 242 of the General Corporation Law of the State of Delaware. The amendments will be effective as of 12:01 am Eastern Time on November 20, 2001.

Amendment No. 1. The Certificate of Incorporation of the corporation is amended by striking Article I in its entirety and replacing there for:

**ARTICLE I
NAME**

The name of the Corporation is Buyers United, Inc.

Amendment No. 2. The Certificate of Incorporation of the corporation is amended by striking Section 1 of Article IV in its entirety and replacing there for:

1. Shares, Classes and Series Authorized.

The total number of shares of all classes of capital stock that the Corporation shall have authority to issue is 115,000,000 shares. Stockholders shall not have any preemptive rights, nor shall stockholders have the right to cumulative voting in the election of directors or for any other purpose. The classes and the aggregate number of shares of stock of each class that the Corporation shall have authority to issue are as follows:

- (a) 100,000,000 shares of Common Stock, \$0.0001 par value ("Common Stock").
- (b) 15,000,000 shares of Preferred Stock, \$0.0001 par value ("Preferred Stock").

IN WITNESS WHEREOF, BuyersOnline.com, Inc., has caused this Certificate to be
signed by its duly authorized officer this 31st day of October 2001.

BUYERSONLINE.COM, INC.

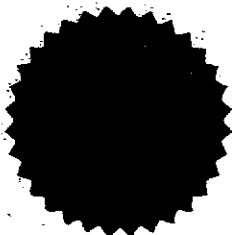
By: 
Paul Jarman, Vice President

Delaware

PAGE 1

The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF AMENDMENT OF "BUYERSONLINE.COM, INC.", CHANGING ITS NAME FROM "BUYERSONLINE.COM, INC." TO "BUYERS UNITED, INC.", FILED IN THIS OFFICE ON THE FIRST DAY OF NOVEMBER, A.D. 2001, AT 9 O'CLOCK A.M.



Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State

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AUTHENTICATION: 2232239

DATE: 01-29-03

Delaware

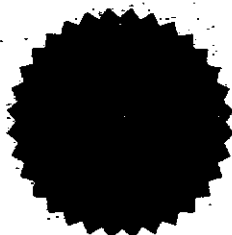
PAGE 1

The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "BUYERS UNITED, INC." IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE TWENTY-FOURTH DAY OF JANUARY, A.D. 2003.

3016691 8300

030050047



Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 2222658

DATE: 01-24-03